

Exhibit D

Mayer Brown LLP Time and Expense Records

(February 1, 2024 to February 29, 2024)

Name of Applicant	<i>Mayer Brown LLP</i>
Authorized to Provide Professional Services to:	Perella Weinberg Partners LP (Investment Banker to the Debtors)
Date of Retention:	<i>nunc pro tunc</i> to November 16, 2022
Period for which compensation and reimbursement is sought:	February 1, 2024 through February 29, 2024
Amount of Compensation sought as actual, reasonable and necessary:	\$192,049.00
80% of Compensation sought as actual, reasonable and necessary:	n/a
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$9,273.93

This is a(n) **X** monthly ____ interim ____ final application. No prior application has been filed with respect to this Fee Period.

PRIOR MONTHLY FEE STATEMENTS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
09/14/2023	Dec. 1, 2022 to June 30, 2023	\$171,523.50	\$506.96	\$171,523.50	\$506.96
12/06/2023	July 1, 2023 to July 31, 2023	\$215,428.50	\$9,971.41	\$215,428.50	\$9,971.41
12/06/2023	August 1, 2023 to Sept. 30, 2023	\$26,842.50	\$1,625.46	\$26,842.50	\$1,625.46
12/08/2023	Oct. 1, 2023 to Oct. 31, 2023	\$71,914.50	\$2.75	\$71,914.50	\$2.75
12/22/2023	Nov. 1, 2023 to Nov. 30, 2023	\$41,097.50	\$26,087.24	Pending	Pending

SUMMARY OF BILLING BY PROFESSIONAL
FEBRUARY 1, 2024 THROUGH AND INCLUDING FEBRUARY 29, 2024

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Cloe M. Anderson	Associate	2021	2021	\$810.00	17.8	\$14,418.00
James B. Danford	Associate	2017	2017	\$1,055	20.8	\$21,944.00
Anna V. Durham	Associate	2021	2020	\$885.00	13.1	\$11,593.50
Daisy R. Gray	Associate	2022	2022	\$745.00	24.6	\$18,327.00
Kathryne M. Gray	Associate	2014	2013	\$1,165.00	16	\$18,640.00
Carolina A. Herrera	Associate	2021	2021	\$810.00	29.5	\$23,895.00
Natalie S. Holman	Associate	2021	2021	\$810.00	17.8	\$14,418.00
Carter M. Jansen	Associate	2022	2022	\$745.00	15.5	\$11,547.50
Lauren E. Knudson	Associate	2022	2022	\$745.00	23.1	\$17,209.50
Hunter B. Newell	Associate	2021	2021	\$745.00	14.3	\$10,653.50
Sydney N. Royer	Associate	2021	2020	\$810.00	36.3	\$29,403.00
Associate Total					228.8	\$192,049.00
GRAND TOTAL					228.8	\$192,049.00

Blended Hourly Rate: \$839.38

STATEMENT OF FEES BY PROJECT CATEGORY
FEBRUARY 1, 2024 THROUGH AND INCLUDING FEBRUARY 29, 2024

Project Name	Hours	Fee Amount
ADVISORY SERVICES TO PWP AS INVESTMENT BANKER ²	228.8	\$192,049.00
Total	228.8	\$192,049.00

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

Disbursement Summary		
Expense Category	Service Provider,³ if Applicable	Amount
Professional Services (Data Management, Processing, and Storage)	Innovative Discovery LLC	\$9,273.93
TOTAL		\$9,273.93

² Mayer Brown LLP provides advisory services to PWP as Investment Banker to the Debtors. In such capacity, Mayer Brown LLP has advised PWP on a number of issues including, but not limited to, deal and sale process-related issues, investor and other case constituent relations, and consideration of conflict issues.

³ Mayer Brown LLP may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

MAYER | BROWN

March 21, 2024

Invoice Number: 100186795

Mayer Brown LLP
311 West Monroe Street
Chicago, IL 60606-9908

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Firm Tax ID No: 36-1447220

Perella Weinberg Partners LP
1111 Bagby Street
Suite 4900
Houston, TX 77002

Attn: Jennie Miller

For professional services rendered for the period ended February 29, 2024

Re: FTX Chapter 11
Matter No: 22726417

Fees	\$192,049.00
Disbursements	<u>9,273.93</u>
Total Fees and Disbursements	<u>\$201,322.93</u>

Wire Transfer or ACH Credit Payments (Preferred)

Bank: Bank of America **Bank Address:** 135 South LaSalle Street, Chicago, IL 60603 **Account #:** 8765663350 **ACH ABA#:** 121000358
Wire ABA #: 026009593 **International Wires Swift Code:** BOFAUS3N **Remittance Detail Email:** payments@mayerbrown.com

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
02/01/24	Anderson, Cloe M. Review 200 FTX Embed documents for privilege and responsiveness	2.10
02/01/24	Danford, James B. Review and respond to questions by Embed document reviewers (2.3); Review approximately 175 Embed documents for relevance and privileges (1.4).	3.70
02/01/24	Durham, Anna V. Review and analyze correspondence with review team re responsiveness, privilege, and confidentiality concerns re FTX Embed review.	0.50
02/01/24	Gray, Daisy R. Review approximately 250 documents for responsiveness	3.80
02/01/24	Herrera, Carolina A. Review documents for privilege and responsiveness, redacting information as needed; correspond with team regarding scope of privilege and responsiveness calls.	1.90
02/01/24	Jansen, Carter M. Review 275 documents for FTX Embed, assessing responsiveness, privilege, and confidentiality.	3.60
02/01/24	Knudson, Lauren E. Reviewed 250 documents for client privilege and responsiveness to project.	4.00
02/01/24	Royer, Sydney N. Review 402 documents for privilege and responsiveness, and redacted references to confidential PWP clients and FTX entities other than Embed	4.40
02/02/24	Anderson, Cloe M. Review 850 FTX Embed documents for privilege and responsiveness	5.90
02/02/24	Danford, James B. Review and respond to questions by Embed document reviewers (1.5); Review approximately 160 Embed documents for relevance and privileges (1).	2.50
02/02/24	Durham, Anna V. Review and analyze correspondence with review team re responsiveness, privilege, and confidentiality concerns re FTX Embed review and correspond with client re FTX Embed and EU review protocols.	0.60
02/02/24	Gray, Daisy R. Reviewed approximately 100 documents for Embed responsiveness	0.90
02/02/24	Jansen, Carter M. Review 56 documents for FTX Embed, assessing responsiveness, privilege, and confidentiality (1.0); perform redactions on large powerpoint presentations (1.6).	2.60
02/02/24	Knudson, Lauren E. Reviewed 170 documents for client privilege and responsiveness to project.	3.00

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
02/02/24	Royer, Sydney N. Review 678 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	6.30
02/03/24	Royer, Sydney N. Review 233 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	2.60
02/04/24	Danford, James B. Review approximately 200 Embed documents for relevance and privileges.	1.60
02/04/24	Royer, Sydney N. Review 36 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	0.40
02/05/24	Anderson, Cloe M. Review 200 FTX Embed documents for privilege and responsiveness.	1.60
02/05/24	Durham, Anna V. Review and analyze correspondence with review team re responsiveness, privilege, and confidentiality concerns re FTX Embed review.	0.60
02/05/24	Gray, Daisy R. Reviewed approximately 200 documents for Embed responsiveness	1.80
02/05/24	Gray, Kathryne M. Conduct second level review of PWP emails for purposes of producing documents in response to discovery in FTX Europe avoidance action.	2.30
02/05/24	Gray, Kathryne M. Conference with Debtors' counsel regarding proper custodians and scope of Embed document review project.	0.30
02/05/24	Herrera, Carolina A. Review documents for privilege and responsiveness, tagging as hot as necessary; correspond with J. Danford and team regarding scope of privilege determinations.	5.10
02/05/24	Jansen, Carter M. Review 331 documents for FTX Embed, assessing responsiveness, privilege, and confidentiality.	5.10
02/05/24	Knudson, Lauren E. Reviewed 150 documents for client privilege and responsiveness to project.	3.20
02/05/24	Royer, Sydney N. Review 41 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	1.20
02/06/24	Anderson, Cloe M. Review 200 FTX Embed documents for privilege and responsiveness.	1.80
02/06/24	Danford, James B. Microsoft Teams video conference with J. Miller regarding document	0.60

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	productions.	
02/06/24	Durham, Anna V. Prepare for and attend conference with client and MB team re FTX EU review protocol and strategy.	0.80
02/06/24	Gray, Daisy R. Reviewed approximately 200 documents for Embed responsiveness	3.30
02/06/24	Gray, Kathryne M. Prepare for and participate in conference call with client regarding parameters of document production in response to discovery requests in FTX Europe avoidance action.	1.20
02/06/24	Herrera, Carolina A. Review documents for privilege and responsiveness, tagging as hot when necessary; correspond with associate team regarding scope of privilege determinations and scope of responsiveness.	2.30
02/06/24	Knudson, Lauren E. Reviewed 200 documents for client privilege and responsiveness to project.	3.90
02/07/24	Anderson, Cloe M. Review 100 FTX Embed documents for privilege and responsiveness	1.90
02/07/24	Danford, James B. Draft email to K. Gray and A. Durham regarding status of Embed document review.	0.20
02/07/24	Durham, Anna V. Correspond with MB team re status of Embed review.	0.20
02/07/24	Gray, Daisy R. Review approximately 150 documents for Embed responsiveness and attorney-client privilege	2.30
02/07/24	Herrera, Carolina A. Review documents for privilege, confidentiality, and responsiveness.	0.40
02/07/24	Holman, Natalie S. Review internal correspondence and documents for Embed auction bids and due diligence; not documents related to other PWP clients.	8.30
02/07/24	Knudson, Lauren E. Reviewed 90 documents for client privilege and responsiveness to project.	1.00
02/07/24	Royer, Sydney N. Review 181 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	2.60
02/08/24	Anderson, Cloe M. Review 100 FTX Embed documents for privilege and responsiveness	0.80
02/08/24	Durham, Anna V. Attend to ongoing Embed production, including attention to first rolling	2.00

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	production parameters.	
02/08/24	Durham, Anna V. Attend to finalization of FTX EU document review.	1.50
02/08/24	Durham, Anna V. Attend to finalization of FTX Focus document review.	1.00
02/08/24	Gray, Daisy R. Review approximately 250 documents for Embed responsiveness and attorney client privilege	3.90
02/08/24	Gray, Kathryne M. Prepare final production of PWP documents for purposes of responding to discovery requests by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding.	0.80
02/08/24	Gray, Kathryne M. Strategize separate review streams for PWP emails as part of document review project related to Embed; conference with A. Durham regarding same.	0.50
02/08/24	Herrera, Carolina A. Review documents for privilege, responsiveness, and confidentiality.	3.70
02/08/24	Holman, Natalie S. Continue review of internal correspondence and documents for Embed auction bids and due diligence; not documents related to other PWP clients.	6.50
02/08/24	Knudson, Lauren E. Reviewed 275 documents for client privilege and responsiveness to project.	3.00
02/08/24	Newell, Hunter B. Review "FTX Embed" document batches for Debtor / PWP privilege; redact information for non-Embed projects and privileged PWP clients.	5.00
02/08/24	Royer, Sydney N. Review 163 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	3.80
02/09/24	Anderson, Cloe M. Review 50 FTX Embed documents for privilege and responsiveness	0.70
02/09/24	Danford, James B. Zoom video conference with Z. Flegenheimer regarding Embed document review.	0.10
02/09/24	Danford, James B. Review and respond to questions by Embed document reviewers (.5); Review approximately 200 Embed documents for relevance and privileges (1.7).	2.20
02/09/24	Durham, Anna V. Conference with MB and SullCrom teams re Embed document review strategy and follow-up with vendor re same.	1.00
02/09/24	Durham, Anna V.	0.60

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	Correspond re FTX EU review production.	
02/09/24	Gray, Daisy R. Reviewed approximately 300 documents for Embed responsiveness and attorney client privilege	4.50
02/09/24	Gray, Kathryne M. Develop instructions for review team re document review project related to Embed; advise team re same.	1.40
02/09/24	Herrera, Carolina A. Review documents for privilege, responsiveness, and confidentiality.	3.30
02/09/24	Holman, Natalie S. Continue review of internal correspondence and documents for Embed auction bids and due diligence; not documents related to other PWP clients.	3.00
02/09/24	Jansen, Carter M. Review 130 documents for FTX Embed, assessing responsiveness, privilege, and confidentiality.	2.00
02/09/24	Knudson, Lauren E. Reviewed 275 documents for client privilege and responsiveness to project.	3.20
02/09/24	Newell, Hunter B. Review "FTX Embed" document batches for Debtor / PWP privilege; redact information for non-Embed projects and privileged PWP clients.	2.00
02/09/24	Royer, Sydney N. Review 26 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	1.10
02/10/24	Durham, Anna V. Correspond with review team re status.	0.10
02/10/24	Herrera, Carolina A. Review documents for privilege, responsiveness, and confidentiality--tagging as hot when necessary.	5.50
02/10/24	Royer, Sydney N. Review 201 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	3.80
02/11/24	Herrera, Carolina A. Review documents for privilege, responsiveness, and confidentiality--tagging as hot when necessary.	2.30
02/12/24	Anderson, Cloe M. Review 350 FTX Embed documents for privilege and responsiveness	3.00
02/12/24	Danford, James B. Review and respond to questions by Embed document reviewers (.8); Second level review of approximately 200 documents for privilege and relevance (.6).	1.40
02/12/24	Durham, Anna V.	0.50

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	Further correspondence with review team re status and privilege/confidentiality tagging.	
02/12/24	Gray, Daisy R. Review approximately 250 documents for Embed responsiveness and attorney client privilege	2.40
02/12/24	Gray, Kathryne M. Conduct second line review of PWP documents and communications for purposes of responding to requests for production in Embed-related proceeding.	1.60
02/12/24	Herrera, Carolina A. Correspond with team re document review and scope of privilege.	0.10
02/12/24	Jansen, Carter M. Review 45 documents for FTX Embed, assessing responsiveness, privilege, and confidentiality.	1.00
02/12/24	Knudson, Lauren E. Reviewed 200 documents for client privilege and responsiveness to project.	1.80
02/12/24	Newell, Hunter B. Review "FTX Embed" document batches for Debtor / PWP privilege; redact information for non-Embed projects and privileged PWP clients.	2.00
02/13/24	Durham, Anna V. Further correspondence with review team re status and privilege/confidentiality tagging and attention to next rolling production.	0.60
02/13/24	Herrera, Carolina A. Review documents for privilege, confidentiality, and responsiveness; correspond with team regarding scope of responsiveness and privilege.	0.90
02/13/24	Newell, Hunter B. Review "FTX Embed" document batches for Debtor / PWP privilege; redact information for non-Embed projects and privileged PWP clients.	4.00
02/13/24	Royer, Sydney N. Review 178 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	4.30
02/14/24	Durham, Anna V. Finalize and serve next rolling production.	0.20
02/14/24	Herrera, Carolina A. Review documents for privilege, responsiveness, and confidentiality.	1.00
02/14/24	Jansen, Carter M. Correspond with J. Danford regarding status of review.	0.10
02/14/24	Newell, Hunter B. Review "FTX Embed" document batches for Debtor / PWP privilege; redact information for non-Embed projects and privileged PWP clients.	0.50
02/14/24	Royer, Sydney N.	5.80

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	Review 353 documents for privilege and responsiveness, and redact references to other FTX entities/confidential PWP clients.	
02/15/24	Danford, James B. Second level review of approximately 105 documents for privilege and relevance.	1.60
02/15/24	Durham, Anna V. Coordinate with MB team re Embed review status, next rolling production, and review of Cofsky and Mendelsohn documents.	0.10
02/15/24	Herrera, Carolina A. Review documents for confidentiality, privilege and responsiveness; correspond with team regarding scope of privilege.	3.00
02/15/24	Jansen, Carter M. Review 37 documents for FTX Embed, assessing responsiveness, privilege, and confidentiality.	1.10
02/16/24	Danford, James B. Review and respond to questions by Embed document reviewers (1.4); Review approximately 375 Embed documents for relevance and privileges (4).	5.40
02/16/24	Durham, Anna V. Correspond with MB team re Embed document review, including completion of first-level review and next steps.	0.40
02/16/24	Gray, Daisy R. Reviewed approximately 150 documents for Embed responsiveness and attorney client privilege	1.70
02/16/24	Gray, Kathryne M. Analyze issues with document review project, redactions, and production with J. Danford and A. Durham; conduct second line review of PWP documents.	1.30
02/16/24	Newell, Hunter B. Review "FTX Embed" document batches for Debtor / PWP privilege; redact information for non-Embed projects and privileged PWP clients.	0.80
02/17/24	Durham, Anna V. Finalize and serve rolling production of Embed documents.	0.10
02/19/24	Durham, Anna V. Correspond with K. Gray re Embed review status and next steps.	0.10
02/21/24	Gray, Kathryne M. Conduct second-line review of PWP documents and communications for purposes of responding to requests for production in Embed-related proceeding.	1.30
02/22/24	Danford, James B. Second level review of approximately 85 Embed documents for relevance and privileges.	0.80
02/22/24	Gray, Kathryne M.	1.40

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	Conduct second-line review of PWP documents and communications for purposes of responding to requests for production in Embed-related proceeding; conduct quality control review of redactions to same.	
02/23/24	Durham, Anna V. Review and analyze previously-withheld documents in Embed review, including correspondence re Cofsky and Mendelsohn documents.	0.40
02/23/24	Gray, Kathryne M. Conduct second-line review of PWP documents and communications for purposes of responding to requests for production in Embed-related proceeding; conduct quality control review of redactions to same.	2.30
02/26/24	Durham, Anna V. Correspond with MB team and conference with K. Gray re Embed review parameters and next steps.	0.70
02/26/24	Gray, Kathryne M. Conference with A. Durham and J. Danford re redactions of privileged PWP documents and strategy for production of documents in response to discovery requests in Embed-related proceeding.	0.80
02/28/24	Durham, Anna V. Correspond with vendor re identification of documents left to be produced, including documents with privilege, issue, or redaction issues.	0.50
02/29/24	Danford, James B. Draft email to A. Durham and K. Gray regarding next steps in Embed document production.	0.70
02/29/24	Durham, Anna V. Correspond with MB team re resolution of issues related to privilege, technical issue, and "hot" documents.	0.60
02/29/24	Gray, Kathryne M. Develop strategy for production of documents in response to discovery requests in Embed related proceeding.	0.80
Total Hours		228.80

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Disbursements

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
02/13/24	Professional Services VENDOR: Innovative Discovery LLC INVOICE#: 242178 DATE: 2/13/2024 Reproduction	1	9,273.93
Total Disbursements			\$9,273.93

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TIMEKEEPER SUMMARY

<u>Name</u>	<u>Hours</u>	<u>Amount</u>
Anderson, Cloe M.	17.80	14,418.00
Danford, James B.	20.80	21,944.00
Durham, Anna V.	13.10	11,593.50
Gray, Daisy R.	24.60	18,327.00
Gray, Kathryne M.	16.00	18,640.00
Herrera, Carolina A.	29.50	23,895.00
Holman, Natalie S.	17.80	14,418.00
Jansen, Carter M.	15.50	11,547.50
Knudson, Lauren E.	23.10	17,209.50
Newell, Hunter B.	14.30	10,653.50
Royer, Sydney N.	36.30	29,403.00
Total Legal Fees	228.80	\$192,049.00

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DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Professional Services	9,273.93
Total Disbursements	\$9,273.93